

EXHIBIT B

**COURT OF COMMON PLEAS
HAMILTON COUNTY, OHIO**

FIFTH THIRD BANK,

Plaintiff,

-vs-

EASTERN LIVESTOCK CO., LLC, *et al.*,

Defendants.

Case No. A1010267

(JUDGE ROBERT C. WINKLER)

**APPLICATION BY RECEIVER, ELIZABETH M. LYNCH, FOR ALLOWANCE
OF ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES INCURRED**

Elizabeth M. Lynch, as Receiver for Eastern Livestock Co., LLC (“the Receiver”), hereby respectfully requests this Court grant her request for approval of payment of the legal fees and expenses generated by her counsel, Dinsmore & Shohl LLP (“Dinsmore”), stating as follows:

1. Dinsmore is counsel for the Receiver in this action, and hereby submits its Application for allowance of compensation for professional services rendered and reimbursement of expenses necessarily incurred by Dinsmore in the representation of the Receiver for the period of November 10, 2010 through December 5, 2010.¹

2. Dinsmore has served as counsel for the Receiver, and in such capacity has provided legal advice and support to the Receiver in this case. Dinsmore has performed certain tasks at the request of the Receiver, and has assisted the Receiver with receivership legal matters as set forth more particularly on Dinsmore’s time records which are attached hereto as Exhibit A and incorporated by reference as if fully restated herein.

¹ The funds associated with the payment of this Application were deposited by Development Specialists, Inc. into Dinsmore’s IOLTA trust account at the outset of this litigation. Accordingly, the approval of this Application is not subject to the bankruptcy stay associated with the Eastern Livestock Co., LLC bankruptcy proceedings, and, therefore, does not need or require approval by the bankruptcy court.

3. The time records set forth in Exhibit A are complete printouts of time records maintained in this matter indicating the attorney or paralegal performing the service and usual billing rate for each individual. The attached fee records also contain an itemization of all tasks performed and an itemization of all expenses incurred on behalf of the Receiver.

4. The services reflected herein were performed by attorneys or paralegals within the Applicant's firm who are knowledgeable in the areas in which they performed services.

5. No legal services performed by any attorney or paralegal described herein unnecessarily duplicated the work of another attorney or paralegal. Furthermore, all of the legal services performed and expenses incurred as described herein were reasonable and necessary, and provided substantial benefit to the Receiver and the creditors of Eastern Livestock Co., LLC.


6. No agreement exists between Dinsmore and any other entity for the sharing of compensation to be received for services rendered in or in connection with this case.

7. Pursuant to Section 2(q) of the November 10, 2010 Order, the Receiver shall provide notice of its fee application to all parties in this action together with a notice providing for a twenty-day period for objections and the opportunity for a hearing if a timely opposition is filed. Section 2(q) of the Order further states that unless a timely objection is filed, the application shall be deemed approved by this Court and all parties. The Receiver is contemporaneously herein delivering the written notice to all parties in this litigation. A true and accurate copy of the notice is attached hereto as Exhibit B.

WHEREFORE, Applicant Dinsmore & Shohl LLP respectfully requests that it be paid the sum of \$147,451.01 for legal services rendered on behalf of the Receiver during the period from November 10, 2010 through December 5, 2010, obtain payment for any

additional sums approved by the Court for services rendered beyond December 5, 2010, and for such other relief as is just and appropriate. A proposed Entry granting this Application is attached hereto as Exhibit C.

Respectfully submitted,



H. Toby Schisler, Esq. (0068306)

DINSMORE & SHOHL, LLP

255 E. Fifth Street, Suite 1900

Cincinnati, Ohio 45202

Phone: (513) 977-8200

Fax: (513) 977-8141

toby.schisler@dinslaw.com

***Counsel for Receiver Elizabeth M. Lynch,
Receiver for Eastern Livestock Co., LLC***

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served by regular

U.S. mail, postage duly prepaid, this 6th day of January, 2011, upon the following:

Victor A. Walton, Jr., Esq.
Eric W. Richardson, Esq.
Kent A. Britt, Esq.
Joshua N. Stine, Esq.
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Atrium Two, Suite 2000
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Fifth Third Bank***

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Daniel J. Donnellon, Esq.
FARUKI IRELAND & COX, P.L.L.
201 East Fifth Street, Suite 1420
Cincinnati, OH 45202
***Trial Attorneys for Intervenor-
Defendant First Bank
and Trust Company***

Mark S. Fenzel, Esq.
Registered Agent for Eastern Livestock
Co., LLC, Eastern Cattle Co., LLC, and
West Kentucky Livestock Market, LLC
MIDDLETON & REUTLINGER
2500 Brown & Williamson Tower
Louisville, KY 40202
***Attorneys for Defendant
Thomas P. Gibson***

William K. Flynn, Esq.
STRAUSS & TROY
150 E. Fourth Street
Cincinnati, OH 45202
***Attorney for Defendants James E. Edens,
IV and E4 Cattle Company, LLC***

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7827 Tandy Road
Lanesville, IN 47136

Willie Downs
1300 Ritchie Lane
Bardstown, KY 40004

Darrell Beauchamp
13410 Hardin Springs Road
Eastview, KY 42701

Gerald Maynard
Registered Agent for
Rocking E. Feeders, LLC
439 E. Road 4
Ulysses, KS 67880

Anna Gayle Gibson
Registered Agent for Gibson Farms, LLC
13140 Nebo Lane
Providence, KY 42450

K. Roger Schoeni, Esq.
KOHLEN PATTON, LLP
PNC Center, Suite 800
201 East Fifth Street
Cincinnati, OH 45202-4190
***Attorneys for Defendant
Thomas P. Gibson***

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Taylor Mill, KY 41015-4435

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Lanesville, IN 47136

Steve McDonald
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Lanesville, IN 47136

Nancy McDonald
Co-Trustee for Thomas P. Gibson
Irrevocable Generation Skipping Trust
8000 Shenandoah Lane
Lanesville, IN 47136

Robert Nichols
Registered Agent for Okie Farms, LLC
RR2 Box 27
Snyder, OK 73566

Marc Roth
Registered Agent for
Crow Hollow, LLC
RR2 Box 94
Hedley, TX 79237

Chris Henry Smith
Registered Agent for Taylor County
Stockyards, LLC
P.O. Box 56
Airport Road
Campbellsville, KY 42718

Michael A. Kopp
Registered Agent for Olim, LLC
1625 Sutherland Drive
Louisville, KY 40205

Gene Barber
Registered Agent for Bluegrass South
Livestock Market, LLC, Bluegrass
Stockyards of Campbellsville, LLC,
Bluegrass Stockyards East, LLC, and
Bluegrass Stockyards of Richmond, LLC
375 Lisle Industrial Avenue
Lexington, KY 40511

Thomas P. Gibson
Registered Agent for East-West
Trucking Co., LLC
135 West Market Street
New Albany, IN 47150

Charles Cropper
Registered Agent for Bluegrass-Maysville
Stockyards, LLC
7124 AA Highway East
Maysville, KY 41056

Wm. R. Gabbert, Jr.
Registered Agent for
Blue Grass Stockyards Company
1228 Lisle Road
P.O. Box 1023
Lexington, KY 40501

Willie Downs
Registered Agent for
Willie Downs Livestock, Inc.
1300 Ritchie Lane
Bardstown, KY 40004

S & B Cattle Company
1406 North Forbes Road
Lexington, KY 40504

Darrell Beauchamp
Registered Agent for
Rusty Rat Cattle Co., Inc.
13410 Hardin Springs Road
Eastview, KY 42701

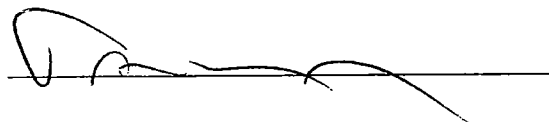
A handwritten signature in black ink, appearing to be 'D. R. Gabbert', written over a horizontal line.

EXHIBIT A

DINSMORE & SHOHL LLP

*Charleston WV Cincinnati OH Columbus OH Dayton OH Frankfort KY
Lexington KY Louisville KY Morgantown WV Pittsburgh PA Wheeling WV*

Federal I.D.: 31-0263070

Elizabeth M. Lynch
Development Specialists, Inc.
6375 Riverside Drive, Suite 200
Dublin OH 43017-5045

December 29, 2010
Invoice # 2602177

Billing Attorney - Kim Martin Lewis

Client Number - 69494.1
Matter: Eastern Livestock Company, LLC

Remittance Advice

For Professional Services Rendered Through December 5, 2010:

Current Fee for Hours Worked	\$ 146,251.50
Attorney Costs	\$ 1,199.51
	<hr/>
Total Due for Professional Services	\$ 147,451.01
	<hr/> <hr/>

Payment Due on Receipt

Please Return a Copy of this Remittance Advice with your Payment to:

Dinsmore and Shohl LLP
P.O. Box 640635
Cincinnati, Ohio 45264-0635

or

We accept Visa, Mastercard and American Express
Please call (513) 977-8131 to initiate credit card payment.



A

Dinsmore & Shohl LLP
 Client Number – 69494.1
 Matter: Eastern Livestock Company, LLC

December 29, 2010
 Invoice # 2602177

Summary of Current Hours Worked

<u>Timekeeper</u>	<u>Staff Level</u>	<u>Hours</u>	
Brian S. Sullivan	Partner	9.20	
David D. Black	Partner	7.30	
H. Toby Schisler	Partner	35.00	
Kim Martin Lewis	Partner	79.70	
Richard D. Porotsky, Jr.	Partner	1.40	
Tim J. Robinson	Partner	86.00	
John B. Persiani	Of Counsel	71.90	
Brandon M James	Associate	0.40	
Devon Merling	Associate	13.30	
Elizabeth A Arend	Associate	1.30	
Joshua J Chernesky	Associate	0.20	
Nathan E. Hagler	Associate	13.50	
Paige S. Connelly	Associate	13.70	
Russell J Newsom	Associate	16.10	
Lisa M Geeding	Paralegal	0.40	
Total Hours / Fees		349.40	\$ 146,251.50

Summary of Current Attorney Costs Incurred

Computer Legal Research/Lexis	\$ 990.52
Photocopies	\$ 191.70
Long Distance Telephone	\$ 17.29

Dinsmore & Shohl LLP
Client Number – 69494.1
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December 29, 2010
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Total Attorney Costs \$1,199.51

Current Amount Due This Invoice \$147,451.01

Dinsmore & Shohl LLP
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December 29, 2010
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Detail of Current Hours Worked

Date	Timekeeper	Hours	Description
11/10/10	KML	0.90	Telephone conferences with Liz Lynch.
11/10/10	TJR	4.00	Telephone conferences with DSI and Fifth Third counsel regarding receivership; review pleadings; telephone conferences with K. Lewis regarding same; confer with J. Willis regarding PASA research issues; correspondence with T. Schisler regarding receivership litigation issues; telephone conference with K. Lewis, T. Schisler and DSI regarding immediate issues.
11/10/10	HTS	0.70	Review and analyze pleadings associated with receivership action.
11/11/10	TJR	7.00	Telephone conferences with J. Persiani, K. Lewis, B. Sullivan, regarding litigation/PASA/UCC liens; telephone conferences with E. Lynch and S. Victor; correspondence with DSI regarding T. Gibson's cooperation; advise E. Lynch regarding imaging of Eastern Livestock computer systems and contact IKON regarding same; correspondence with E. Lynch regarding receiver's oath, bond issues and notarization of documents; correspondence and telephone conferences with Cactus Livestock counsel regarding open contracts; telephone conferences with bank counsel regarding Eastern Livestock's affiliates/branches and expansion of receivership/TRO; multiple telephone conferences with bank counsel and receiver regarding contract recisions and demands for UCC adequate assurance of performance; review legal research regarding lien priorities; attend to filing of receiver's bond; correspondence with Cactus Feeders regarding open contracts and purchase orders; review returned check data, review information request to Gibsons; telephone conference with Fifth Third counsel, K. Lewis and receiver regarding daily update; review Superior and Buffalo correspondence.
11/11/10	HTS	0.20	Prepare notice of filing receiver's bond.
11/11/10	HTS	0.80	Participate in conference call regarding receivership issues.
11/11/10	JBP	7.70	Meeting with K. Lewis regarding receivership; conference call with K. Lewis and T. Robinson regarding same; telephone call with T. Robinson regarding issues; conference call with T. Robinson and L. Lynch regarding receivership issues; review certain sections of Verified Complaint; review certain sections of loan documents; review letter from Cactus Feeders; telephone call with T. Robinson; review CFTC regulations regarding cattle contracts; review letter from Buffalo Livestock; review certain CME regulations regarding livestock contracts; review assignment to Superior Livestock; review UCC issues regarding Livestock Futures contracts; review several contracts with Cactus Growers, Inc.; review opinion from Eastern v. Bill Day; follow-up call with T. Robinson.
11/12/10	KML	0.90	Meeting with J. Persiani regarding outstanding legal issues needing research.

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11/12/10	DDB	0.50	Review of pleadings, including Verified Complaint, Motion for Temporary Restraining Order, and Appointment of Receiver.
11/12/10	TJR	6.00	Attend to issues surrounding information requests to Gibsons; review of materials regarding lien priorities; multiple telephone conferences and e-mails regarding contract rescission/adequate assurance demands; confer with Dinsmore & Shohl team regarding lien issues; prepare for and participate in daily status telephone conference; correspondence with vendors and buyer's counsel; attention to Cernoch/Superior/Cactus/J&L issues.
11/12/10	HTS	0.30	Telephone conversation w/ Steve Victor regarding receivership issues.
11/12/10	HTS	1.00	Participate in conference call regarding receiver issues.
11/12/10	HTS	0.40	Multiple e-mail exchanges with client and other counsel regarding receivership issues.
11/12/10	HTS	0.30	Review and analyze Colorado interpleader action associated with Eastern livestock cattle.
11/12/10	JBP	9.60	Telephone call with T. Robinson regarding receivership issues; research PASA issues; review cases regarding PASA; review regulatory summary regarding same; review UCC Article 2 issues; review UCC Article 9 issues; review state law issues regarding rescission of contracts and remedies; review emails from J. Lowell regarding Cactus; telephone call with K. Lewis regarding same; research Section 201.10 of PASA; review various cases regarding receiverships and PASA; review notice regarding Glen Franklin Notice; conference call with Fifth Third, Receiver, et al.; meeting with K. Lewis regarding receivership issues; conference call with K. Lewis, T. Robinson and L. Lynch regarding open issues; meeting with associates to discuss research issues; follow-up meeting regarding same; review various reclamation notices filed regarding Cactus.
11/12/10	PSC	0.50	Attend research meeting with J. Persiani, K. Lewis, R. Newsom, N. Hagler and D. Merling to discuss state livestock issues.
11/12/10	NEH	8.70	Review agriculture livestock and UCC laws for states of AL, IN, MS, SC; draft memo.
11/12/10	RJN	3.00	Begin researching federal law issues pertaining to security interests in livestock.
11/13/10	KML	1.80	Telephone conferences with Liz Lynch regarding claims issues; conference call with 5th/3rd lawyers regarding strategy; emails regarding claims issues.
11/13/10	BSS	0.90	Review Complaint, TRO, appointment of receiver and other Court filings.
11/13/10	TJR	3.00	Telephone conferences with J. Persiani and Fifth Third counsel regarding lien priority issues; review of research materials; attention to Ed Edens' matters; correspondence and telephone conferences with receiver; prepare for and participate in telephone conferences with M. Bedree; review Kentucky Department of Agriculture correspondence regarding revocation of Eastern Livestock license and confer with K. Lewis and receiver regarding implications of same.
11/13/10	DM	2.80	Research state laws regarding title, liens, and licensing for livestock sales.

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11/13/10	JBP	5.10	Attend to issues regarding research projects; review recently-filed claims and recision notices; conference call with Vorys, Sater, Seymour and Pease regarding various issues; attend to issues regarding UCC searches; review list of affiliates; meeting with N. Hagler regarding lien status issues; meeting with R. Newsome regarding PASA issues; review Receiver's claims resolution letter to Fifth Third.
11/13/10	PSC	1.70	Research and analyze state livestock issues regarding title, liens, licensing and priority under Kentucky law.
11/13/10	PSC	1.80	Research and analyze state livestock issues regarding title, liens, licensing and priority under Florida law.
11/13/10	PSC	2.10	Research and analyze state livestock issues regarding title, liens, licensing and priority under Oklahoma law.
11/13/10	PSC	0.30	Begin to prepare summary of research on state livestock issues.
11/14/10	BSS	1.70	Conference call with Kim Martin Lewis, Tim Robinson and John Persiani regarding receivership; review materials regarding receivership.
11/14/10	TJR	2.50	Correspondence and telephone conferences with K. Lewis, Dinsmore & Shohl team and Receiver regarding Your Community Bank, global claims resolution, Ed Edens.
11/14/10	DM	2.20	Research state laws regarding title, liens, and licensing for livestock sales.
11/14/10	DM	0.50	Prepare memorandum on state laws regarding title, liens, and licensing for livestock sales.
11/14/10	DM	0.10	Correspond with J. Persiani regarding state laws regarding title, liens, and licensing for livestock sales.
11/14/10	JBP	3.70	Review research analysis regarding following states: Kentucky, Florida, Oklahoma, Texas, Tennessee, Virginia, Ohio, South Carolina, Indiana, Alabama, Mississippi; conference call with K. Lewis and T. Robinson regarding strategy regarding contracts; review certain sections of Food Security Act; review UCC Section 2-403 issues.
11/14/10	PSC	1.00	Review and analyze Kentucky, Florida and Oklahoma statutes and case law regarding state livestock issues relating to title, liens and licensing.
11/14/10	PSC	0.80	Prepare summary of Kentucky, Florida and Oklahoma statutes and case law regarding state livestock issues to send to J. Persiani.
11/14/10	PSC	0.20	Analyze issues regarding UCC purchase money security interests in livestock under Kentucky, Florida and Oklahoma law.
11/14/10	PSC	1.60	Prepare memorandum summarizing Kentucky, Florida and Oklahoma statutes and case law regarding state livestock issues.
11/14/10	PSC	1.00	Review and analyze Kentucky statutes regarding licensing for livestock dealers and Oklahoma statutes and case law regarding liens on cattle; revise and edit memo regarding same.
11/14/10	PSC	0.70	Review and analyze Florida statutes regarding automatic perfection of a seller's security interests in cattle.
11/14/10	RJN	4.00	Research federal law issues pertaining to security interests in livestock.
11/15/10	KML	3.10	Review and revise claims procedures; telephone conferences with Liz Lynch; conference calls regarding opinion.
11/15/10	BSS	1.50	Telephone call with Tim Robinson and John Persiani regarding Receiver's obligations and duties; telephone call with Eric Richardson, attorney for Fifth Third Bank, regarding various options and

Dinsmore & Shohl LLP
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			jurisdictional issues.
11/15/10	TJR	6.00	Attention to interpleader actions in Northern District of Texas and Colorado state court; multiple telephone conferences and correspondence with Receiver, Fifth Third counsel, Dinsmore & Shohl team and buyer/seller/feedlot counsel regarding lien issues and open contracts; prepare for and participate in daily update telephone conference; review/revise proposed action plan; review/comment on J&L proposal; telephone conference with J&L counsel; correspondence with SOLMA counsel.
11/15/10	JBP	6.80	Meeting with B. James regarding UCC searches; review state law research memos; conference call with T. Robinson and B. Sullivan; review UCC Article 2-403 issues on entrustment and shelter rule; draft recommendation memo for Receiver; meeting with K. Lewis regarding same; review FSA cases and lien notification system; draft form letter for Receiver, review UCC searches; conference call with Fifth Third attorneys, Receiver, et al.
11/15/10	BMI	0.40	Order lien searches for Gibson entities.
11/15/10	PSC	0.40	Prepare memo regarding contact information of state agencies and license application information.
11/15/10	RJN	2.50	Research and draft memo on the Food Security Act Clear Title Provision.
11/15/10	RJN	2.10	Research case law in Texas involving the Food Security Act.
11/15/10	RJN	0.80	Follow up research on the penalties for violating the payment provisions of PASA.
11/15/10	RJN	2.80	Draft memo regarding federal law issues pertaining to security interests in cattle.
11/16/10	KML	4.10	Conference calls with attorney for 5th/3rd; telephone conferences with USDA and Receiver; conference call with lawyers and Receiver regarding next steps.
11/16/10	BSS	1.00	Review insurance policy; emails regarding Receiver and various issues with Tim Robinson, Kim Martin Lewis and John Persiani.
11/16/10	DDB	0.40	Discussion with Toby Schisler regarding assistance in claim and discussions with Rick Porotsky related to same and strategy for representing Receiver.
11/16/10	DDB	0.30	Review of information related to upcoming preliminary injunction hearing on November 23 and bond information for Receiver.
11/16/10	DDB	0.20	Phone call with Attorney Kent Britt related to preliminary injunction hearing and Receiver involvement.
11/16/10	TJR	6.50	Telephone conference with K. Lewis and E. Lynch; attention to Cactus Feeders' correspondence and issues; telephone conference with D. DuFour and review George Young case regarding lien priorities and PASA/UCC analysis; review stolen cattle insurance policy; correspondence with S. Victor regarding USDA call; telephone conference with USDA; review of materials regarding Superior bankruptcy; internal Dinsmore & Shohl team telephone conference; correspondence with M. Bedree regarding strategy; telephone conference with M. Bedree and R. LaTour regarding strategy; telephone conference with DSI, Dinsmore & Shohl team and bank

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			counsel regarding daily update/strategy; review/respond to additional reclamation demands, demands for adequate assurance of performance; attention to First Bank & Trust issues.
11/16/10	HTS	0.30	Attorney conferences re miscellaneous receiver issues.
11/16/10	JBP	8.10	Conference call with T. Robinson regarding Cactus and receivership issues; review cases regarding lien priority and PASA; conference call with K. Lewis, T. Robinson, Receiver and USDA; review docket from Superior Livestock case; review docket from George Young bankruptcy case; review several pleadings from Superior Livestock bankruptcy case; review issues regarding affiliates and involuntary bankruptcy proceeding; conference call with Vorys Sater, Receiver, et al.; review Memorandums of Law filed in Superior Livestock case; review issues regarding involuntary bankruptcy filing; prepare summary of Superior Livestock bankruptcy case; review George L. Young Global Settlement Agreement.
11/17/10	KML	7.30	Conference call with Lenders; telephone conference with Liz Lynch; numerous emails from cattlemen and attorneys for feedlots; numerous telephone conferences with Liz Lynch and Steve Victor; numerous telephone conferences with counsel for feedlots and cattlemen.
11/17/10	BSS	0.30	Emails regarding status of inventory investigation and analysis concerning possible TRO in Tennessee and motion for contempt in Ohio.
11/17/10	DDB	0.10	Correspondence with Kent Britt regarding payment of Receiver as part of cattle purchase.
11/17/10	TJR	5.50	Attention to receivership administrative/fee matters; telephone conferences with K. Lewis and Dinsmore & Shohl team regarding lien issues; respond to Vorys request for interpleader actions; review materials from R. LaTour regarding chapter 11/trustee issues; attention to Irsik & Doll issues; telephone conference with Cactus counsel; telephone conference with E. Lynch, S. Victor and K. Lewis; telephone conference with Vorys, DSI and Dinsmore & Shohl regarding daily status update.
11/17/10	JBP	6.10	Complete review of George L. Young Global Settlement Agreement; prepare summary memo regarding same; review Young bankruptcy docket; review Motion to Establish Procedure for Determination of Ownership of Livestock (Young case); review memorandum of law, objections and orders regarding same; review trustee's Motion to Sell Cattle (Young case); attend to issues regarding "prompt payment" and receiver order; review the Livestock Mandatory Reporting Act; review trustee's Motion to Incur Post-Petition Financing (Young case); order regarding same; prepare summary regarding same; conference call with Vorys Sater, Receiver, K. Lewis, and T. Robinson.
11/17/10	RJN	0.90	Research and analyze the Livestock Mandatory Reporting Act of 1999.
11/18/10	KML	1.80	Conference call with Lender's counsel regarding status; read and respond to numerous emails; telephone conferences with Liz Lynch.
11/18/10	BSS	0.30	Review interpleader action by Rush Creek.
11/18/10	TJR	5.50	Attention to Heritage feedlot issues; review/respond to various notices; review materials regarding PASA/UCC/FSA lien and priority issues;

Dinsmore & Shohl LLP
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			telephone conferences with buyer, seller and feedlot counsel; attention to SOLMA matters; confer with J. Persiani regarding UCC title/lien issues; telephone conferences with D. Dufour regarding Samuels decision; correspondence and telephone conference with J&F counsel; review Eastern Livestock operating agreement regarding bank implications, etc.; telephone conference with E. Lynch, S. Victor and K. Lewis regarding J&F, Irsik & Doll; review Rush Creek interpleader action pleadings; correspondence with E. Lynch regarding reclamation demands; telephone conference with Vorys, DSI and Dinsmore & Shohl team regarding daily update.
11/18/10	HTS	0.30	Review and analyze Wisconsin receiver action.
11/18/10	JBP	3.90	Review additional reclamation claims sent by several sellers; review federal cases regarding UCC and lien priority review results of second set of UCC searches; telephone call with T. Robinson; follow-up call with T. Robinson regarding reclamation claims; conference call with Vorys Sater, Receiver, K. Lewis and T. Robinson.
11/19/10	KML	0.60	Conference call with 5th/3rd; telephone conference with Liz Lynch.
11/19/10	BSS	0.80	Review amended complaint; provide analysis regarding jurisdictional issues and ability of receiver to obtain jurisdiction over defendants; review emails regarding same.
11/19/10	TJR	6.00	Telephone conference with E. Lynch regarding cattle recap; telephone conferences with D. DuFour regarding lien and lien priority issues; telephone conferences with J. Persiani regarding same; review FSA materials; correspondence with E. Lynch regarding meeting with T. Gibson; telephone conferences with S. Victor regarding UCC issues; attention to escrow account issues in lieu of interpleaders; telephone conference and correspondence with DSI (Columbus) regarding materials received there and review/distribute same; review amended complaint to include Eastern Livestock affiliates and circulate same to litigation team; telephone conference with DSI, Dinsmore & Shohl team and Vorys regarding status update; coordinate November 20 telephone conferences with Eastern Livestock, J. Persiani and M. Bedree.
11/19/10	HTS	0.50	Review and analyze amended complaint; e-mail exchange with co-counsel regarding analysis of same.
11/19/10	DM	4.60	Research whether cattle may be "commingled" goods under Uniform Commercial Code (2.8); prepare email to J. Persiani regarding commingled goods issue (.3); research law review articles for livestock UCC issues (1.5).
11/19/10	JBP	6.30	Conference call with T. Robinson regarding decision-tree analysis for Receiver; research reclamation issues; research lien priority issues; conference call with Dave DuFour and Tim Robinson; review HR 99-271 and legislative history; review various law review articles regarding lien priority of secured lender and sellers' reclamation claims; review issues regarding commingling of collateral review issues regarding floating liens; attend to issues regarding forward contracts and future contracts; conference call with Vorys Sater, Receiver, T. Robinson, K. Lewis, et al.

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11/20/10	KML	3.70	Conference call with Receiver regarding numerous issues; conference call regarding lien priorities; telephone conferences with Liz Lynch regarding process issues; emails to and from Liz Lynch and Tim Robinson regarding numerous issues.
11/20/10	BSS	0.30	Review interpleader pleadings in Friona motion.
11/20/10	TJR	2.70	Telephone conferences with E. Lynch, J. Persiani, K. Lewis, D. DuFour and M. Bedree regarding lien perfection/priority issues; review materials regarding same; telephone conference with S. Victor, E. Lynch and K. Lewis regarding strategy.
11/20/10	JBP	2.30	Review various UCC and lien priority issues; conference call with D. LeFour, K. Lewis, and T. Robinson; review citations to In re Samuels; conference call with above and Vorys Sater.
11/21/10	TJR	0.30	Correspondence with E. Lynch regarding meeting with T. Gibson.
11/22/10	KML	5.80	Review and revise list of questions for Tom Gibson; telephone conferences with Lenders regarding status; telephone conferences with Liz Lynch regarding strategy issues; numerous emails regarding contracts and other information; conference call with Lender's counsel.
11/22/10	BSS	2.40	Multiple emails; telephone calls with 5/3's counsel, Receiver and Tim Robinson, Kim Martin Lewis, and H. Toby Schisler regarding meeting with T. Gibson's counsel; list of questions for meeting; start of preliminary injunction and other matters; review new interpleader actions.
11/22/10	DDB	0.20	Phone call from and respond to Kent Britt related to continuation of preliminary injunction hearing in Ohio action.
11/22/10	TJR	6.00	Correspondence with Vorys and Dinsmore & Shohl litigation team regarding interview outline (T. Gibson); telephone conference with B. Sullivan regarding same; review materials from D. DuFour regarding FSA lien issue; Cactus issues; confer with Dinsmore & Shohl litigators, Vorys regarding continuance of TRO; review/revise account debtor form letter and correspondence with R. LaTour regarding same; review returned check data and confer with J. Persiani regarding same; review interpleader pleadings in Kansas and circulate to Dinsmore & Shohl litigation team with comments; telephone conference with DSI, Dinsmore & Shohl team and Fifth Third/Wells counsel regarding status update; telephone conference with Superior counsel; correspondence with P. O'Malley regarding November 23rd meeting at Eastern Livestock with Superior; correspondence and telephone conferences with K. Lewis regarding T. Gibson and Superior meetings.
11/22/10	HTS	0.60	Attorney conference with Brian Sullivan regarding status and preparation for meeting with Tommy Gibson; telephone conference with Kent Britt regarding same.
11/22/10	HTS	0.40	Conference call with Liz Lynch, Kim Lewis, Brian Sullivan, and Tim Robinson re questions to present to Tom Gibson during meeting.
11/22/10	HTS	0.20	Telephone conversation with Kent Britt regarding status update.
11/22/10	HTS	0.30	E-mail exchanges with Brian Sullivan, Kim Lewis and client regarding meeting with Gibson and other related items.
11/22/10	HTS	0.20	Review and analyze list of proposed questions from receiver for Tom Gibson.

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11/22/10	JBP	4.40	Review demand for payment from Buffalo Livestock and supporting documents; conference call with B. Sullivan and T. Robinson; review issues regarding setoff; review issues regarding Mitch Worrell contract; conference call with Vorys Sater, K. Lewis and T. Robinson; review spreadsheet regarding lien position of other creditors.
11/23/10	KML	4.00	Travel to and from New Albany, IN to meet with Tom Gibson.
11/23/10	KML	8.30	Meeting with Tom Gibson; meeting with representatives of 5th/3rd; meeting with Superior Livestock and counsel; meeting with USDA; meetings with DSI regarding strategy.
11/23/10	TJR	5.50	Telephone conferences and correspondence with E. Lynch, P. O'Malley regarding account debtors; telephone conferences and correspondence with Skadden attorney regarding receivership pleadings; telephone conference with DSI, Vorys, Kutak and Dinsmore & Shohl team regarding daily update; telephone conference with Heritage counsel regarding consent to rescission of contracts; correspondence with E. Lynch regarding same; review pleadings regarding bounced check action in Oklahoma state court; correspondence with R. LaTour regarding account debtors.
11/23/10	HTS	9.40	Attendance and representation of client at meetings with Tommy Gibson and Superior personnel.
11/23/10	HTS	0.30	Telephone conversation with Terry Malone regarding responding to interpleader actions.
11/23/10	DM	2.30	Research ability of receiver to sell cattle without a license.
11/23/10	JBP	2.80	Review issues regarding Receiver's authority to sell livestock; review additional "reclamation claims"; review lien priming issues; conference call with Vorys Sater, Receiver, T. Robinson and K. Lewis.
11/23/10	NEH	2.30	Research whether court appointed receiver may sell cattle without a license.
11/24/10	KML	2.10	Read and respond to numerous emails; conference calls with Lenders; telephone conferences with Liz Lynch regarding numerous strategy issues; telephone conferences with DOJ.
11/24/10	DDB	1.90	Begin LEXIS researches on Colorado statutes and case law on the issue of standing for receiver in interpleader action in Colorado.
11/24/10	TJR	4.00	Telephone conferences with E. Lynch regarding escrow bank accounts; correspondence with Heritage counsel regarding adequate assurance; review/revise/circulate draft Notice of Lack of Adequate Assurance; telephone conference with E. Lynch regarding Department of Justice inquiry; correspondence with DSI regarding lien issues; review correspondence from Cactus counsel regarding complaint in intervention in Amarillo Northern District of Texas interpleader action and request for acceptance of service on behalf of receiver; correspondence with Dinsmore & Shohl litigation team regarding Cactus interpleader.
11/24/10	HTS	0.20	Telephone conference with Kim Lewis regarding call with DOJ officials.
11/24/10	HTS	0.20	E-mail exchange regarding accepting service of process in interpleader actions.
11/24/10	HTS	1.20	Prepare Answer on behalf of Receiver to Colorado interpleader Complaint.

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11/24/10	HTS	0.40	Telephone conversation w/ Eastern's counsel regarding release of accounting information; prepare e-mail to Eastern's counsel regarding same.
11/25/10	DDB	1.10	Legal research on federal cases discussing full faith and credit for order appointing receiver as to Colorado action.
11/25/10	TJR	0.50	Correspondence with K. Lewis and B. Sullivan regarding Cactus litigation; correspondence with J. Lovell regarding acceptance of service of process on behalf of Receiver.
11/26/10	KML	2.50	Conference call with DOJ; telephone conference with Lenders; numerous emails regarding cattle; emails regarding strategy; emails regarding Superior Livestock; review organizational chart.
11/26/10	TJR	0.20	Review work plan.
11/27/10	TJR	0.20	Correspondence with K. Lewis regarding addressing Superior issues.
11/28/10	DDB	2.50	Complete review of cases and authority located discussing standing and jurisdictions; prepare short memo summarizing cases and discussing options under Colorado Rules of Civil Procedure related to Colorado action.
11/29/10	KML	3.70	Numerous calls with Receiver; call with Lender's counsel; numerous emails regarding strategy.
11/29/10	DDB	0.10	Correspondence with Toby Schisler related to Colorado lawsuit and answer.
11/29/10	TJR	2.50	Finalize Heritage notice and circulate for comments; review reclamation claim (deCordova); correspondence with E. Lynch, P. O'Malley regarding Eastern Livestock affiliates; participate in daily update telephone conference with Vorys, Kutak, DSI and Dinsmore & Shohl team; telephone conference with T. Malone; telephone conference with cattle counsel.
11/29/10	RDP	0.20	Confer with Mr. Schisler regarding interpleader actions, status, and plans.
11/29/10	HTS	0.20	Conference call with Kim Lewis and Ben Burke from DOJ.
11/29/10	HTS	0.40	Finalize answer to Colorado interpleader action.
11/29/10	HTS	0.20	Telephone conversation with Kansas local counsel regarding interpleader actions.
11/29/10	HTS	0.30	Telephone conversation with local counsel regarding interpleader actions; prepare e-mail to local counsel regarding same.
11/29/10	JBP	1.90	Attend to issue regarding Cactus; review Notice of Adequate Assurance; review recently-filed reclamation claims; review lien priority issues.
11/29/10	JJC	0.20	Review and execute answer to complaint; draft correspondence regarding same.
11/30/10	KML	5.30	Telephone conference with DOJ; telephone conferences with Liz Lynch; telephone conference with attorney for cattlemen's feedlot; telephone conferences with Toby Schisler; emails to and from Toby Schisler regarding strategy; emails with Tim Robinson regarding documentation; conference call with Lender's counsel regarding strategy.
11/30/10	TJR	2.50	Telephone conferences with Heritage, O Cattle and Cactus counsel; telephone conferences with E. Lynch, K. Lewis regarding various

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			strategy items on open contracts; participate in daily update call with Vorys, Kutak, DSI and Dinsmore & Shohl team; correspondence with E. Lynch regarding O Cattle Co.
11/30/10	HTS	1.20	Attorney conference with Kim Lewis regarding status and strategy; participate in telephone conference with Liz Lynch and DOJ representatives.
11/30/10	HTS	0.30	Finalize Answer to Colorado interpleader; prepare e-mail to Colorado counsel regarding same.
11/30/10	HTS	0.20	Prepare e-mail to Dave DuFour regarding confirmation of lack of conflict associated with retention of Terry Malone as counsel in interpleader actions.
11/30/10	HTS	1.80	Legal research regarding prior receivership cases involving John O'Brien in effort to identify prior distribution orders.
11/30/10	HTS	0.30	Telephone conference with Kim Lewis and counsel for Cattlemen's regarding potential issues associated with cattle located at Cattlemen's.
11/30/10	HTS	0.40	Prepare e-mail to Liz Lynch regarding reporting requirements and information to issue subpoenas.
11/30/10	JBP	0.70	Telephone call with T. Robinson regarding assignment issues; attend to issues regarding reclamamation claims and lien priority.
11/30/10	EAR	0.30	Telephone call with T. Schisler regarding verifying organizational chart; telephone call with N. Hagler regarding same.
12/01/10	KML	3.40	Telephone conferences with Livestock Market Associates; telephone conference with Cattle counsel, T. Malone.
12/01/10	KML	4.20	Telephone conferences with Receiver; telephone conference with Kentucky Dept. of Agriculture regarding license; participate in call with lender; telephone conference with Receiver regarding day's activities; review and respond to numerous emails.
12/01/10	TJR	2.60	Review documents regarding First Bank & Trust claims and correspondence with E. Lynch regarding same (.2); correspondence with Heritage Feeders' counsel regarding revisions to UCC adequate assurance (.2); telephone conference with E. Lynch regarding Kentucky Department of Agriculture license suspension and scope of same (.2); correspondence with K. Lewis regarding Kentucky Department of Agriculture issues (.1); review T. Gibson livestock contract assignment (.1); telephone conference with Dinsmore & Shohl team regarding coordinate responses to claimants and litigation-related items (.5); telephone conference with counsel for O Cattle regarding claims (.1); correspondence with counsel for Heritage Feeders regarding status of request for receiver acknowledgement of inability to perform forward contracts (.2); draft/revise release agreement for unmatched forward purchase contract (.4); draft/revise assignment/assumption agreement (.4); correspondence with P. O'Malley, E. Lynch regarding releases on unmatched forward purchase contracts (.1); review correspondence from Cactus Growers regarding response to informal information requests (.1).
12/01/10	RDP	0.20	Participate in telephone call with Ms. Lewis and with client regarding status and plans and regarding Motion to Alter or Amend Existing Receivership Order.
12/01/10	HTS	0.30	Conference call with Kim Leiwis and Dave DuFour regarding Receiver's retention of Terry Malone as "cattle counsel".

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12/01/10	HTS	0.40	Telephone conversation with Gibson's counsel regarding consent to Terry Malone as receiver counsel; prepare written agreement memorializing same and deliver to Gibson's counsel.
12/01/10	HTS	0.60	Telephone conversation with Terry Malone regarding general cattle law issues.
12/01/10	HTS	0.90	Conference call with Liz Lynch, Kim Lewis, and Terry Malone regarding general cattle issues and strategy for dealing with same.
12/01/10	HTS	0.40	Participate in portion of telephone conference with Liz Lynch, Kim Lewis, and LMA representatives
12/01/10	HTS	1.50	Prepare motion for emergency order from Hamilton County court to authorize liquidation sale of inventory without need to procure license from applicable state or federal regulatory bodies.
12/01/10	HTS	0.20	E-mail correspondence with Colorado local counsel regarding filing of Answer to interpleader action.
12/01/10	HTS	0.80	Participate in telephone conference with Liz Lynch, Pat O'Malley, and Kim Lewis to discuss status and strategy.
12/01/10	DM	0.70	Research dishonored check transactions under Uniform Commercial Code.
12/01/10	DM	0.10	Correspond with K. Lewis and J. Persiani about dishonored check transactions under the UCC.
12/01/10	JBP	0.60	Review UCC Article Two title issues; review issues regarding lien priority.
12/01/10	PSC	0.50	Research livestock dealer applications in Missouri and revise state agency memo regarding contact information of Department of Agriculture in Missouri.
12/01/10	PSC	0.90	Research state agriculture agency information and livestock dealer licenses in Nebraska and Kansas; revise memorandum regarding same.
12/02/10	KML	8.40	Telephone conferences with Liz Lynch regarding numerous issues related to inventory and receivables; telephone conference with Ernie Van Hooser regarding Missouri Dept. of Agriculture; telephone conference with Liz Lynch and attorney owner of feedlot regarding feedlot in Shamrock, TX; telephone conference with T. Malone and Liz Lynch; review Cactus emails; telephone conference with Mel Bedree regarding inventory issues; participate in lender call regarding status; emails regarding cattle payments; telephone conference with Receiver regarding day's activities.
12/02/10	TJR	2.60	Correspondence with S. Victor regarding interpleader actions and effects of same on lien priority issues (.2); revise agreement with Superior regarding cattle sales (.4); telephone conference with counsel for First National Bank of Omaha and review documents regarding increase in Cattlemen's Feedlot line of credit and impact of same on ELC and/or Okie Farms (.4); correspondence with E. Lynch and K. Lewis regarding First National Bank of Omaha loan issues and exposure on same by ELC and/or Okie Farms (.3); telephone conference with Receiver regarding responses/litigation deadlines, etc. (.4); draft/revise escrow agreement and correspondence with E. Lynch regarding same (.6); review/comment on draft motion for approval of cattle sale procedures and protocol for distribution of proceeds (.3).
12/02/10	RDP	1.00	Compose Motion and Order amending the Receivership Order to allow for priority payments for feed, veterinary bills, transportation, and

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			related items.
12/02/10	HTS	0.30	Prepare e-mail to Tommy Gibson's counsel regarding request for information from Cattlemen's.
12/02/10	HTS	0.70	Complete preparation of Answer to Colorado interpleader action.
12/02/10	HTS	0.50	Prepare e-mail to Liz Lynch regarding retention of local counsel for interpleader matters.
12/02/10	HTS	0.30	Prepare e-mail to Liz Lynch regarding sample receiver report.
12/02/10	HTS	0.60	Participate in conference call with Kim Lewis, Tim Robinson, Liz Lynch, and Pat O'Malley to discuss status and strategy.
12/02/10	HTS	1.20	Prepare motion and order for distribution of sale proceeds.
12/02/10	JBP	1.10	Attend to issues regarding mutual releases; review emails regarding reclamation claims; review issues regarding Cactus Growers.
12/02/10	EAR	1.00	Review correspondence from K. Lewis regarding ownership of Eastern Cattle Co.; review SOS's website; telephone call with N. Hagler regarding same.
12/02/10	PSC	0.20	Revise state agency memo regarding agriculture departments and livestock dealer agreements.
12/02/10	NEH	2.50	Review Kentucky filings and Dunn and Bradstreet searches regarding Eastern Cattle Co. LLC and Eastern Livestock LLC.
12/03/10	KML	7.40	Conference call with LMA; telephone conferences with Liz Lynch; review and revise motion regarding amended receiver order; telephone conferences with Toby Schisler; telephone conferences with U.S. Trustees regarding Gibson bankruptcy and East-West Trucking bankruptcy cases; review and revise ELC/Supreme agreement regarding sale of cattle; emails regarding Missouri Dept. of Agriculture.
12/03/10	TJR	4.10	Revise proposed escrow agreement per E. Lynch's comments (.4); revise Superior's agreement regarding handling of auction proceeds (.5); telephone conference with J. Persiani regarding T. Gibson personal bankruptcy (.2); review Cactus counsel's correspondence and yard sheets (.1); revise/finalize Chase account escrow agreement and Superior's agreement (.5); correspondence with K. Lewis regarding additional agreement with Superior (.1); review Eastern Cattle's operating agreement and East-West Trucking's operating agreement (.3); review Vory's comments to motion/order regarding expansion of receiver's powers (.2); correspondence with L. Geeding regarding T. Gibson's personal bankruptcy case and appearance therein on behalf of Receiver (.2); review/comment on draft correspondence to T. Gibson's counsel regarding Cattlemen (.2); review Okie Farms operating agreement (.2); review First Bank & Trust's motion to intervene in Receivership case and Vory's correspondence regarding same (.3); revise additional Superior contract and correspondence/telephone conferences with E. Lynch regarding same (.5); correspondence with K. Lewis regarding J. Wegner's comments to motion to amend receivership order (.4).
12/03/10	HTS	0.20	Prepare e-mail to lender's counsel regarding motion to establish procedure for distribution of proceeds.

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12/03/10	HTS	0.30	E-mail exchange with lender's counsel regarding potential issues with motion regarding distribution of sale proceeds.
12/03/10	HTS	0.30	Prepare correspondence to Cattlemen's regarding request for production of information.
12/03/10	HTS	0.30	Prepare correspondence to Tommy Gibson's counsel regarding request for information.
12/03/10	HTS	0.40	E-mail exchange with 5/3rd's counsel regarding changes to motion and order associated with distribution of proceeds; review and analyze proposed changes from 5/3rd's counsel.
12/03/10	HTS	0.50	Review and analyze Wisconsin interpleader action; review Wisconsin procedure rules associated with response; telephone call to plaintiff's counsel regarding same.
12/03/10	HTS	0.30	Review and analyze revised motion and order; e-mail exchange regarding same.
12/03/10	HTS	0.50	Finalize Answer to Kansas interpleader; prepare e-mail to local counsel regarding same.
12/03/10	JBP	0.80	Review issues regarding material release; telephone call with T. Robinson; review issues regarding UCC and lien priority.
12/03/10	LG	0.40	Research on PACER for Gibson Entities that have filed for bankruptcy.
12/05/10	KML	0.40	Review and revise demand letter to Cattlemen's and responses.
12/05/10	TJR	0.30	Correspondence with E. Lynch regarding Superior's buy/sell contract addressing Eastern Livestock's forward contract rights.

Total Hours 349.40

EXHIBIT B

**COURT OF COMMON PLEAS
HAMILTON COUNTY, OHIO**

FIFTH THIRD BANK,

Plaintiff,

-vs-

EASTERN LIVESTOCK CO., LLC, *et al.*,

Defendants.

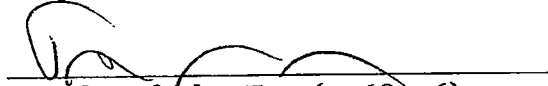
Case No. A1010267

(JUDGE ROBERT C. WINKLER)

**NOTICE OF FILING RECEIVER'S APPLICATION FOR ALLOWANCE OF
ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES INCURRED BY
DINSMORE & SHOHL LLP**

Pursuant to Section 2(q) of the November 10, 2010 Order Granting the Immediate Appointment of Receiver, Notice is hereby provided by Dinsmore & Shohl LLP ("D&S") that they have hereby contemporaneously submitted to the Court an Application for Allowance of Fees and Reimbursement of Expenses Incurred by D&S. Consistently with Section 2(q) of the November 10, 2010 Order, Notice is hereby provided to all parties of the opportunity to submit any written objections to the Application and an opportunity for a hearing on any such objections, within 20 days from the filing of the Application.

Respectfully submitted,



H. Toby Schisler, Esq. (0068306)

DINSMORE & SHOHL, LLP

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***Counsel for Receiver Elizabeth M. Lynch,
Receiver for Eastern Livestock Co., LLC***

EXHIBIT B

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served by regular

U.S. mail, postage duly prepaid, this 6th day of January, 2011, upon the following:

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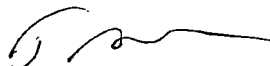


EXHIBIT C

**COURT OF COMMON PLEAS
HAMILTON COUNTY, OHIO**

FIFTH THIRD BANK,

Plaintiff,

-vs-

EASTERN LIVESTOCK CO., LLC, *et al.*,

Defendants.

Case No. A1010267

(JUDGE ROBERT C. WINKLER)

**ENTRY GRANTING DINSMORE & SHOHL LLP'S
NOTICE OF FILING THEIR APPLICATION FOR ALLOWANCE OF
ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES
INCURRED BY DINSMORE & SHOHL LLP**

This matter came before the Court on the Application of the Receiver, Elizabeth M. Lynch, for approval of payment of legal fees and expenses due and owing to the Receiver's counsel, Dinsmore & Shohl, LLP. The Court finds the Application to be well-taken. Accordingly, the Court hereby approves payment to Dinsmore & Shohl, LLP in the amount of \$147,451.01, consisting of \$146,251.50 attributed to attorney fees, and \$1,999.51 associated with expenses incurred through December 5, 2010.

SO ORDERED.

Judge Robert C. Winkler

EXHIBIT C